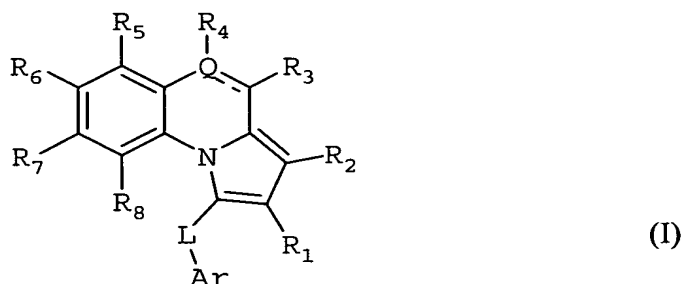


Amendments to the Claims

The listing of claims will replace all prior versions, and listings of claims in the application.

Claims 1-42 (canceled).

Claim 43 (currently amended): A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Formula I:



or a pharmaceutically acceptable salt ~~or prodrug thereof~~, wherein:

L is C=O or CHOH;

Ar is optionally substituted and is aryl, heteroaryl, saturated carbocyclic, partially saturated carbocyclic, saturated heterocyclic, partially saturated heterocyclic, arylalkyl, or heteroarylalkyl;

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, ~~optionally substituted fused aryl, optionally substituted fused heteroaryl~~, carbocyclic, a heterocyclic group, a heteroaryl group, C₁₋₁₀ alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl,

hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, alkylsulfonyl or alkylcarboxylate;

the dash line represents either a single bond or a double bond; and

Q is C.

Claim 44 (currently amended): The pharmaceutical composition of claim 43, wherein said compound is selected from the group consisting of:

- 1-Benzoyl-3-cyano-pyrrolo[1,2-*a*]quinoline;
- 1-(4-Methyl-benzoyl)-3-(1-oxo-ethyl)-pyrrolo[1,2-*a*]quinoline;
- 3-(Ethyl carboxylate)-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 1-(3-Methoxy-benzoyl)-3-(ethyl carboxylate)-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(3-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 1-(3-Bromo-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-methyl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 1-(4-Chloro-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 1-(4-Bromo-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
- 1-Benzoyl-3-cyano-7-methyl-pyrrolo[1,2-*a*]quinoline;
- 1-Benzoyl-3-cyano-5-methyl-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(4-nitro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
- 1-Benzoyl-3-cyano-6,7,8,9-tetrahydro-pyrrolo[1,2-*a*]quinoline;
- 3-Cyano-1-(pyridine-2-carbonyl)-pyrrolo[1,2-*a*]quinoline;

3-Cyano-1-(pyridine-3-carbonyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-pyrrolidin-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-methoxyphenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;
1-(4-Amino-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-imidazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-cyclopropanecarbonyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(methyl carboxylate)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-diethylmino-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-methanesulfonyl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-imidazol-1-yl-phenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[imidazol-1-yl-(4-imidazol-1-yl-phenyl)-methyl]-pyrrolo[1,2-
a]quinoline;
3-Cyano-1-[4-(4-pyridin-2-yl-piperazin-1-yl)-benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(2-morpholin-4-yl-ethylamino)-benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-morpholin-4-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(4-methyl-piperazin-1-yl)-benzoyl]-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-8-methyl-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-6-chloro-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-4-bromo-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-7-chloro-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(morpholine-4-carbonyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-pyrazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-4-methyl-pyrrolo[1,2-*a*]quinoline;

3-Cyano-1-(4-fluoro-benzoyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-imidazol-1-yl-benzoyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(hydroxy-phenyl-methyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-fluorophenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(hydroxy-phenyl-methyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(hydroxy-phenyl-methyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-pyrazol-1-yl-phenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(4-imidazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-piperazin-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(3-dimethylamino-propylamino)-benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(3-hydroxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[3-(2-morpholin-4-yl-ethoxy)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[3-(2-dimethylamino-ethoxy)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[3-(carboxymethoxy)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[3-(2-hydroxyethoxy)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[2-(dimethylaminomethyl)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(dimethylaminomethyl)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(morpholin-4-ylmethyl)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(4-methylpiperazin-1-ylmethyl)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(imidazol-1-ylmethyl)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-fluoro-benzoyl)-8-dimethylaminomethyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-dimethylamino-benzoyl)-pyrrolo[1,2-*a*]quinoline;

1-Benzoyl-3-cyano-6-nitro-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-6-hydroxy-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-8-hydroxy-pyrrolo[1,2- α]quinoline;
1-Benzoyl-3-cyano-6-(2-morpholin-4-yl-ethoxy)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-6-(2-dimethylamino-ethoxy)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-8-(2-morpholin-4-yl-ethoxy)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-8-(2-dimethylamino-ethoxy)-pyrrolo[1,2-a]quinoline;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid *N*-
hydroxysuccinimidyl ester;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-hydroxy-
ethyl)-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-morpholin-
4-yl-ethyl)-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid hydroxy-
amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-amino-
ethyl)-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (3-
dimethylamino-propyl)-amide;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid {2-[2-(2-
amino-ethoxy)-ethoxy]-ethyl}-amide;

1-(3-Methoxy-benzoyl)-3-(4-methyl-piperazine-1-carbonyl)-pyrrolo[1,2-a]quinoline;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-piperazin-1-yl-ethyl)-amide;

3-Cyano-1-(2-fluoro-benzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(2-methylbenzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(4-acetamido-3-nitro-benzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(2-imidazol-1-yl-benzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(2-morpholine-1-yl-benzoyl)-pyrrolo[1,2-a]quinoline; and

3-Cyano-1-(4-carboxy-benzoyl)-pyrrolo[1,2-a]quinoline;

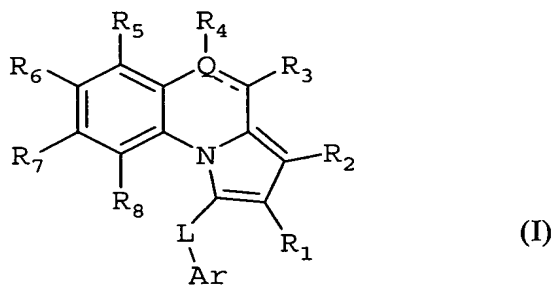
or a pharmaceutically acceptable salt or ~~or prodrug~~ thereof.

Claim 45 (original): The pharmaceutical composition of claim 43, additionally comprising at least one known cancer chemotherapeutic agent, or a pharmaceutically acceptable salt of said agent.

Claim 46 (original): The pharmaceutical composition of claim 45, wherein said known cancer therapeutic agent is selected from the group consisting of busulfan, cis-platin, mitomycin C, carboplatin, colchicine, vinblastine, paclitaxel, docetaxel, camptothecin, topotecan, doxorubicin, etoposide, 5-azacytidine, 5-fluorouracil, methotrexate, 5-fluoro-2'-deoxy-uridine, ara-C, hydroxyurea, thioguanine, melphalan, chlorambucil, cyclophosphamide, ifosfamide, vincristine, mitoguanzone, epirubicin, aclarubicin, bleomycin, mitoxantrone, elliptinium, fludarabine, octreotide, retinoic acid,

tamoxifen, Herceptin®, Rituxan®, arsenic trioxide, gemcitabine, doxazosin, terazosin, tamsulosin, CB-64D, CB-184, haloperidol, lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin, cerivastatin, amprenavir, abacavir, CGP-73547, CGP-61755, DMP-450, indinavir, nelfinavir, tipranavir, ritonavir, saquinavir, ABT-378, AG 1776, BMS-232,632, bexarotene, tretinoin, 13-cis-retinoic acid, 9-cis-retinoic acid, α -difluoromethylornithine, ILX23-7553, fenretinide, N-4-carboxyphenyl retinamide, lactacystin, MG-132, PS-341, Gleevec®, ZD1839 (Iressa), SH268, genistein, CEP2563, SU6668, SU11248, EMD121974, R115777, SCH66336, L-778,123, BAL9611, TAN-1813, flavopiridol, UCN-01, roscovitine, olomoucine, celecoxib, valecoxib, rofecoxib and alanosine.

Claim 47 (currently amended): A compound of Formula I:



or a pharmaceutically acceptable salt or ~~prodrug~~ thereof, wherein:

L is C=O or CHOH;

Ar is optionally substituted and is aryl, heteroaryl, saturated carbocyclic, partially saturated carbocyclic, saturated heterocyclic, partially saturated heterocyclic, arylalkyl, or heteroarylalkyl;

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, ~~optionally substituted fused aryl, optionally substituted fused heteroaryl~~, carbocyclic, a heterocyclic group, a heteroaryl group, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol or alkylsulfonyl;

the dash line represents either a single bond or a double bond; and

Q is C with the proviso that when R₂ is CN, L is C=O and Ar is phenyl, then at least one of the R₁ and R₃-R₈ is other than hydrogen.

Claim 48 (original): The compound of claim 47, wherein L is C=O.

Claim 49 (previously amended): The compound of claim 47, wherein the dash line is a double bond.

Claim 50 (canceled).

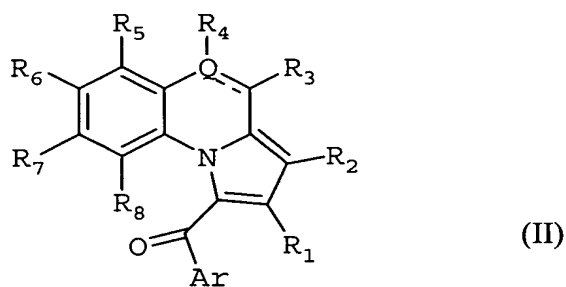
Claim 51 (original): The compound of claim 47, wherein R₂ is CN.

Claim 52 (original): The compound of claim 47, wherein Ar is phenyl, naphthyl, pyridyl, quinolyl, isoquinolyl, thienyl, furyl, pyrrolyl, indolyl, or cyclohexyl, each of which is optionally substituted.

Claim 53 (original): The compound of claim 52, wherein Ar is optionally substituted and is phenyl or pyridyl.

Claim 54 (previously amended): The compound of claim 47, wherein R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, ~~optionally substituted fused heteroaryl~~, carbocyclic, a heterocyclic group, a heteroaryl group, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, or alkylsulfonyl.

Claim 55 (currently amended): The compound of Formula II:



or a pharmaceutically acceptable salt or ~~pro-drug~~ thereof, wherein:

Ar is optionally substituted and is aryl, heteroaryl, saturated carbocyclic, partially saturated carbocyclic, saturated heterocyclic, partially saturated heterocyclic, arylalkyl, or heteroarylalkyl;

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, ~~optionally substituted fused aryl, optionally substituted fused heteroaryl~~, carbocyclic, a heterocyclic group, a heteroaryl group, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol or alkylsulfonyl;

the dash line represents either a single bond or a double bond; and

Q is C, with the proviso that when R₂ is CN and Ar is phenyl, then at least one of the R₁ and R₃-R₈ is other than hydrogen.

Claim 56 (currently amended): The compound of claim 55, wherein the dash line is a double bond.

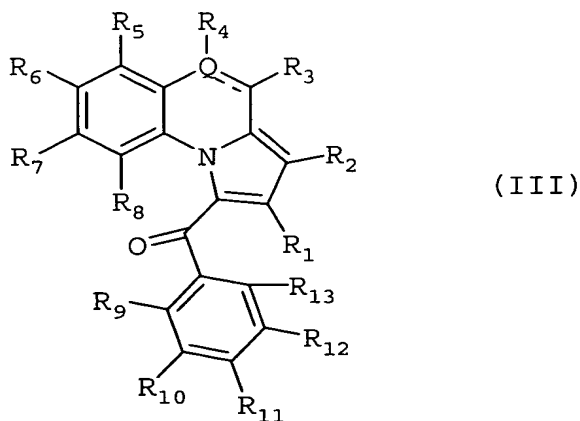
Claim 57 (canceled).

Claim 58 (original): The compound of claim 55, wherein R₂ is CN.

Claim 59 (original): The compound of claim 55, wherein Ar is phenyl, naphthyl, pyridyl, quinolyl, isoquinolyl, thienyl, furyl, pyrrolyl, indolyl, or cyclohexyl, each of which is optionally substituted.

Claim 60 (original): The compound of claim 59, wherein Ar is optionally substituted and is phenyl or pyridyl.

Claim 61 (currently amended): A compound of Formula III:



or a pharmaceutically acceptable salt or ~~prodrug~~ thereof, wherein:

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, ~~optionally substituted fused aryl, optionally substituted fused heteroaryl~~, carbocyclic, a heterocyclic group, a heteroaryl group, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol or alkylsulfonyl;

R₉-R₁₃ are independently hydrogen, halo, C₁-C₆ haloalkyl, C₆-C₁₀ aryl, heteroaryl, C₄-C₇ cycloalkyl, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₆-C₁₀ aryl(C₁-C₆)alkyl, C₆-C₁₀ aryl(C₂-C₆)alkenyl, C₆-C₁₀ aryl(C₂-C₆)alkynyl, C₁-C₆ hydroxyalkyl, nitro, amino, ureido, cyano, C₁-C₆ acylamino, hydroxy, thiol, C₁-C₆ acyloxy, azido, C₁-C₆ alkoxy, carboxy, (C₁-C₆)alkylsulfonyl or (C₁-C₆)alkylcarboxylate;

the dash line represents either a single bond or a double bond; and

Q is C;

with the proviso that when R₂ is CN, then at least one of the R₁ and R₃-R₁₃ is other than hydrogen.

Claim 62 (previously amended): The compound of claim 61, wherein the dash line is a double bond.

Claim 63 (canceled).

Claim 64 (original): The compound of claim 61, wherein R₂ is CN.

Claim 65 (previously amended): The compound of claim 61, wherein R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, ~~optionally substituted fused heteroaryl~~, carbocyclic, a heterocyclic group, a heteroaryl group, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, or alkylsulfonyl.

Claim 66-67 (canceled).

Claim 68 (currently amended): A compound selected from the group consisting of:

3-Cyano-1-(3-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;

1-(3-Bromo-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-methoxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-methyl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-(4-Chloro-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-(4-Bromo-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-7-methyl-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-5-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-nitro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-6,7,8,9-tetrahydro-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(pyridine-2-carbonyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(pyridine-3-carbonyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-pyrrolidin-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-methoxyphenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;
1-(4-Amino-benzoyl)-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-imidazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-cyclopropanecarbonyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(methyl carboxylate)benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-diethylmino-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-methanesulfonyl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-imidazol-1-yl-phenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[imidazol-1-yl-(4-imidazol-1-yl-phenyl)-methyl]-pyrrolo[1,2-
a]quinoline;

3-Cyano-1-[4-(4-pyridin-2-yl-piperazin-1-yl)-benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(2-morpholin-4-yl-ethylamino)-benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-morpholin-4-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(4-methyl-piperazin-1-yl)-benzoyl]-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-8-methyl-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-6-chloro-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-4-bromo-3-cyano-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-7-chloro-3-cyano-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(morpholine-4-carbonyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-pyrazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
1-Benzoyl-3-cyano-4-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-fluoro-benzoyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-imidazol-1-yl-benzoyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(hydroxy-phenyl-methyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-fluorophenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(hydroxy-phenyl-methyl)-8-methyl-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(hydroxy-phenyl-methyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[hydroxy-(4-pyrazol-1-yl-phenyl)-methyl]-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(4-fluoro-benzoyl)-pyrrolo[1,2-*a*]quinoline;
6-Chloro-3-cyano-1-(4-imidazol-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(4-piperazin-1-yl-benzoyl)-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-[4-(3-dimethylamino-propylamino)-benzoyl]-pyrrolo[1,2-*a*]quinoline;
3-Cyano-1-(3-hydroxy-benzoyl)-pyrrolo[1,2-*a*]quinoline;

3-Cyano-1-[3-(2-morpholin-4-yl-ethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;
3-Cyano-1-[3-(2-dimethylamino-ethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;
3-Cyano-1-[3-(carboxymethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;
3-Cyano-1-[3-(2-hydroxyethoxy)benzoyl]-pyrrolo[1,2-a]quinoline;
3-Cyano-1-[2-(dimethylaminomethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
3-Cyano-1-[4-(dimethylaminomethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
3-Cyano-1-[4-(morpholin-4-ylmethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
3-Cyano-1-[4-(4-methylpiperazin-1-ylmethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
3-Cyano-1-[4-(imidazol-1-ylmethyl)benzoyl]-pyrrolo[1,2-a]quinoline;
3-Cyano-1-(4-fluoro-benzoyl)-8-dimethylaminomethyl-pyrrolo[1,2-a]quinoline;
3-Cyano-1-(4-dimethylamino-benzoyl)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-6-nitro-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-6-hydroxy-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-8-hydroxy-pyrrolo[1,2- α]quinoline;
1-Benzoyl-3-cyano-6-(2-morpholin-4-yl-ethoxy)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-6-(2-dimethylamino-ethoxy)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-8-(2-morpholin-4-yl-ethoxy)-pyrrolo[1,2-a]quinoline;
1-Benzoyl-3-cyano-8-(2-dimethylamino-ethoxy)-pyrrolo[1,2-a]quinoline;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid *N*-
hydroxysuccinimidyl ester;
1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-hydroxy-
ethyl)-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-morpholin-4-yl-ethyl)-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid hydroxy-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-amino-ethyl)-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (3-dimethylamino-propyl)-amide;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid {2-[2-(2-amino-ethoxy)-ethoxy]-ethyl}-amide;

1-(3-Methoxy-benzoyl)-3-(4-methyl-piperazine-1-carbonyl)-pyrrolo[1,2-a]quinoline;

1-(3-Methoxy-benzoyl)-pyrrolo[1,2-a]quinoline-3-carboxylic acid (2-piperazin-1-yl-ethyl)-amide;

3-Cyano-1-(2-fluoro-benzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(2-methylbenzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(4-acetamido-3-nitro-benzoyl)-pyrrolo[1,2-a]quinoline;

3-Cyano-1-(2-imidazol-1-yl-benzoyl)-pyrrolo[1,2-a]quinoline;

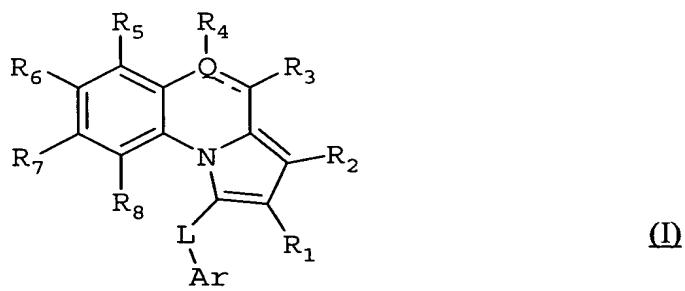
3-Cyano-1-(2-morpholine-1-yl-benzoyl)-pyrrolo[1,2-a]quinoline; and

3-Cyano-1-(4-carboxy-benzoyl)-pyrrolo[1,2-a]quinoline;

or a pharmaceutically acceptable salt or prodrug thereof.

Claim 69 (canceled).

Claim 70 (currently amended): A method of treating cancer comprising administering to an animal in need of such treatment an effective amount of a compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein:

L is C=O or CHOH;

Ar is optionally substituted and is aryl, heteroaryl, saturated carbocyclic, partially saturated carbocyclic, saturated heterocyclic, partially saturated heterocyclic, arylalkyl or heteroarylalkyl;

R₁-R₈ are independently hydrogen, halo, haloalkyl, aryl, carbocyclic, a heterocyclic group, a heteroaryl group, C₁₋₁₀ alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, amino, cyano, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, carboxy, carbonylamido, alkylthiol, alkylsulfonyl or alkylcarboxylate;

the dash line represents either a single bond or a double bond; and

Q is C. ~~The method of claim 1,~~

wherein said cancer disorder is selected from the group consisting of colon cancer, lymphoma cancer, prostate cancer and breast cancer.

Claim 71 (currently amended): The method of claim ~~4~~ 70, wherein said ~~disorder~~
cancer is ~~selected from the group consisting of colon cancer, lung cancer, lymphoma~~
~~cancer and prostate cancer.~~